

AMENDMENT

Subject matter to be added is in bold and underlined.

Subject matter to be deleted is in bold and strikethrough.

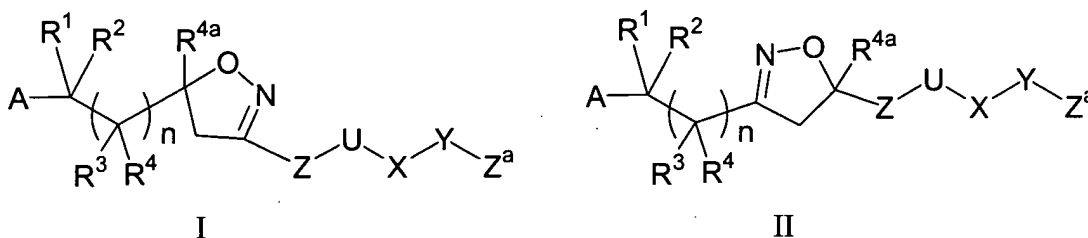
In the Claims:

Please cancel claims 11-12 and 14 without prejudice or disclaimer to presentation in a later application.

Please amend claim 13 and enter new claims 24-33 as follows.

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Original) A compound of formula I or II:



or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is -C(O)NHOH, -C(O)NHOR⁵, -C(O)NHOR⁶, -N(OH)COR⁵, or -N(OH)CHO;

U is absent or is O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p, or NR^{a1}SO₂NR^{a1};

X is absent or is C₁₋₁₀ alkylene, C₂₋₁₀ alkenylene, or C₂₋₁₀ alkynylene;

Y is absent or is O, NR^{a1}, S(O)_p, or C(O);

Z is a C₃₋₁₃ carbocycle substituted with 1-5 R^b, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 1-5 R^b;

Z^a is H, C₃₋₁₃ carbocycle substituted with 1-5 R^c, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 1-5 R^c;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p, or S(O)_p-S(O)_p group;

R¹ is Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q, C₂₋₆ alkynylene-Q, -(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rOC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rOC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rOC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rSO₂NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aSO₂(CR^aR^{a1})_s-Q, or -(CR^aR^{a1})_rNR^aSO₂NR^a(CR^aR^{a1})_s-Q;

Q is, independently at each occurrence, H, CHF₂, CH₂F, CF₃, a C₃₋₁₃ carbocycle substituted with 0-5 R^d, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-5 R^d;

R² is Q¹, C₁₋₆ alkylene-Q¹, C₂₋₆ alkenylene-Q¹, C₂₋₆ alkynylene-Q¹, -(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q¹, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q¹, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q¹, -(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q¹, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, or -(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q¹;

Q¹ is, independently at each occurrence, H, a C₃₋₁₃ carbocycle substituted with 0-5 R^d, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-5 R^d;

alternatively, R¹ and R² combine, along with the carbon atom to which they are attached, to form a 3-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^d;

R³ is Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q, C₂₋₆ alkynylene-Q, -(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rOC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q,

$-(\text{CR}^a\text{R}^{a1})_r\text{OC}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{OC}(\text{O})\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{S}(\text{O})_p(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{SO}_2\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{SO}_2(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, or $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{SO}_2\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$;

alternatively, R^1 and R^3 combine, along with the carbon atom to which they are attached, to form a 3-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-2 R^d ;

alternatively, when R^1 and R^3 combine to form a carbocyclic or heterocyclic ring, the R^2 and R^4 combine to form a double bond;

R^4 is Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 , C_{2-6} alkynylene- Q^1 ,
 $-(\text{CR}^a\text{R}^{a1})_r\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$, or
 $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$;

alternatively, R^3 and R^4 combine, along with the carbon atom to which they are attached, to form a 3-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-2 R^d ;

R^{4a} is Q , C_{1-6} alkylene- Q , C_{2-6} alkenylene- Q , C_{2-6} alkynylene- Q ,
 $-(\text{CR}^a\text{R}^{a1})_r\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_s\text{-Q}$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a\text{OR}^a$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_s\text{-Q}$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{S}(\text{O})_p(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, or
 $-(\text{CR}^a\text{R}^{a1})_r\text{SO}_2\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$;

alternatively, R^1 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 3-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-3 R^d , provided that n is 0;

alternatively, R^3 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 3-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^d ;

R^a is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^{a1} is, independently at each occurrence, H, C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with 0-1 R^{c1} , or $-(CH_2)_r$ -3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$, and substituted with 0-3 R^{c1} ;

alternatively, R^a and R^{a1} when attached to a nitrogen, together with the nitrogen to which they are attached, combine to form a 5 or 6 membered heterocycle consisting of carbon atoms and from 0-1 additional heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$;

R^{a2} is, independently at each occurrence, C_{1-4} alkyl, phenyl, or benzyl;

R^{a3} is, independently at each occurrence, H, C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with 0-1 R^{c1} , or $-(CH_2)_r$ -3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$, and substituted with 0-3 R^{c1} ;

R^b is, independently at each occurrence, H, C_{1-6} alkyl substituted with 0-1 R^{c1} , OR^a , SR^a , Cl, F, Br, I, =O, CN, NO_2 , $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-C(S)NR^aR^{a1}$, $-NR^aC(O)NR^aR^{a1}$, $-OC(O)NR^aR^{a1}$, $-NR^aC(O)OR^a$, $-S(O)_2NR^aR^{a1}$, $-NR^aS(O)_2R^{a3}$, $-NR^aS(O)_2NR^aR^{a1}$, $-OS(O)_2NR^aR^{a1}$, $-S(O)_pR^{a3}$, CF_3 , CF_2CF_3 , CHF_2 , CH_2F , or phenyl;

R^c is, independently at each occurrence, H, OR^a , Cl, F, Br, I, =O, CN, NO_2 , CF_3 , CF_2CF_3 , CH_2F , CHF_2 , $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(=NCN)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(=NRA)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(=NORA)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aOH$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(S)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rC(S)NR^aR^{a1}$, $-(CR^aR^{a1})_rOC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)OR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$,

$-(\text{CR}^a\text{Ra}^1)_r\text{SO}_2\text{NR}^a\text{Ra}^1$, $-(\text{CR}^a\text{Ra}^1)_r\text{NR}^a\text{SO}_2\text{Ra}^3$, $-(\text{CR}^a\text{Ra}^1)_r\text{NR}^a\text{SO}_2\text{NR}^a\text{Ra}^1$, C_{1-6} alkyl substituted with 0-2 $\text{R}^{\text{c}1}$, C_{2-6} alkenyl substituted with 0-2 $\text{R}^{\text{c}1}$, C_{2-6} alkynyl substituted with 0-2 $\text{R}^{\text{c}1}$, $-(\text{CR}^a\text{Ra}^1)_r\text{C}_{3-10}$ carbocycle substituted with 0-2 $\text{R}^{\text{c}1}$, or $-(\text{CR}^a\text{Ra}^1)_r$ 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_p$, and substituted with 0-2 $\text{R}^{\text{c}1}$;

alternatively, when two R^{c} groups are attached to the same carbon atom, they form a 3-8 membered carbocyclic or heterocyclic spiro ring C substituted with 0-2 $\text{R}^{\text{c}1}$ and consisting of carbon atoms, 0-4 ring heteroatoms selected from O, N, and $\text{S}(\text{O})_p$, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^{c} groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 $\text{R}^{\text{c}1}$ and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $\text{S}(\text{O})_p$;

$\text{R}^{\text{c}1}$ is, independently at each occurrence, H, C_{1-4} alkyl, OR^a , Cl, F, Br, I, =O, CF_3 , CN, NO_2 , $-\text{C}(\text{O})\text{R}^a$, $-\text{C}(\text{O})\text{OR}^a$, $-\text{C}(\text{O})\text{NR}^a\text{Ra}^a$, or $-\text{S}(\text{O})_p\text{Ra}^a$;

R^{d} is, independently at each occurrence, C_{1-6} alkyl, OR^a , Cl, F, Br, I, =O, CN, NO_2 , $-\text{NR}^a\text{Ra}^1$, $-\text{C}(\text{O})\text{Ra}^a$, $-\text{C}(\text{O})\text{OR}^a$, $-\text{C}(\text{O})\text{NR}^a\text{Ra}^1$, $-\text{C}(\text{O})\text{NR}^a\text{OR}^a$, $-\text{C}(\text{S})\text{NR}^a\text{Ra}^1$, $-\text{NR}^a\text{C}(\text{O})\text{NR}^a\text{Ra}^1$, $-\text{OC}(\text{O})\text{NR}^a\text{Ra}^1$, $-\text{NR}^a\text{C}(\text{O})\text{OR}^a$, $-\text{S}(\text{O})_2\text{NR}^a\text{Ra}^1$, $-\text{NR}^a\text{S}(\text{O})_2\text{Ra}^3$, $-\text{NR}^a\text{S}(\text{O})_2\text{NR}^a\text{Ra}^1$, $-\text{OS}(\text{O})_2\text{NR}^a\text{Ra}^1$, $-\text{S}(\text{O})_p\text{Ra}^3$, CF_3 , CF_2CF_3 , C_{3-10} carbocycle, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_p$;

R^5 is, independently at each occurrence, C_{1-10} alkyl substituted with 0-2 R^{b} , or C_{1-8} alkyl substituted with 0-2 R^{e} ;

R^{e} is phenyl substituted with 0-2 R^{b} , or biphenyl substituted with 0-2 R^{b} ;

R^6 is, phenyl, naphthyl, C_{1-10} alkyl-phenyl- C_{1-6} alkyl-, C_{3-11} cycloalkyl, C_{1-6} alkylcarbonyloxy- C_{1-3} alkyl-, C_{1-6} alkoxycarbonyloxy- C_{1-3} alkyl-, C_{2-10} alkoxycarbonyl, C_{3-6} cycloalkylcarbonyloxy- C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyloxy- C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyl, phenoxycarbonyl, phenyloxycarbonyloxy- C_{1-3} alkyl-, phenylcarbonyloxy- C_{1-3} alkyl-,

C₁₋₆ alkoxy-C₁₋₆ alkylcarbonyloxy-C₁₋₃ alkyl-,
[5-(C₁₋₅ alkyl)-1,3-dioxo-cyclopenten-2-one-yl]methyl,
[5-(R^a)-1,3-dioxo-cyclopenten-2-one-yl]methyl,
(5-aryl-1,3-dioxo-cyclopenten-2-one-yl)methyl, -C₁₋₁₀ alkyl-NR⁷R^{7a}, -CH(R⁸)OC(=O)R⁹,
or -CH(R⁸)OC(=O)OR⁹;

R⁷ is H, C₁₋₁₀ alkyl, C₂₋₆ alkenyl, C₃₋₆ cycloalkyl-C₁₋₃ alkyl-, or phenyl-C₁₋₆ alkyl-;

R^{7a} is H, C₁₋₁₀ alkyl, C₂₋₆ alkenyl, C₃₋₆ cycloalkyl-C₁₋₃ alkyl-, or
phenyl-C₁₋₆ alkyl-;

R⁸ is H or C₁₋₄ linear alkyl;

R⁹ is H, C₁₋₈ alkyl substituted with 1-2 R^f, C₃₋₈ cycloalkyl substituted with 1-2 R^f, or
phenyl substituted with 0-2 R^b;

R^f is, independently at each occurrence, C₁₋₄ alkyl, C₃₋₈ cycloalkyl,
C₁₋₅ alkoxy, or phenyl substituted with 0-2 R^b;

n is 0 or 1;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and

s, at each occurrence, is selected from 0, 1, 2, 3, and 4.

2. (Original) A compound according to Claim 1, wherein:

U is absent or is O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O),
S(O)_p, S(O)_pNR^{a1}, or NR^{a1}S(O)_p;

X is absent or is C₁₋₃ alkylene or C₃₋₄ alkynylene;

Y is absent or is O, NR^{a1}, S(O)_p, or C(O);

Z is a C₅₋₁₀ carbocycle substituted with 1-3 R^b, or a 5-10 membered heterocycle
consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and
substituted with 1-3 R^b;

Z^a is H, C₃₋₁₃ carbocycle substituted with 1-3 R^c, or a 5-14 membered heterocycle
consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and
substituted with 1-3 R^c;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p, or S(O)_p-S(O)_p group;

R¹ is Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q, C₂₋₆ alkynylene-Q, -(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rOC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rOC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rOC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rSO₂NR^a(CR^aR^{a1})_s-Q, or -(CR^aR^{a1})_rNR^aSO₂(CR^aR^{a1})_s-Q;

Q is, independently at each occurrence, H, CHF₂, CH₂F, CF₃, a C₃₋₁₃ carbocycle substituted with 0-3 R^d, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-3 R^d;

R² is Q¹, C₁₋₆ alkylene-Q¹, C₂₋₆ alkenylene-Q¹, C₂₋₆ alkynylene-Q¹, -(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q¹, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q¹, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q¹, -(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q¹, or -(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q¹;

Q¹ is, independently at each occurrence, H, a C₃₋₁₀ carbocycle substituted with 0-3 R^d, or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-3 R^d;

alternatively, R¹ and R², when attached to the same carbon atom, combine to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^d;

R³ is Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q, C₂₋₆ alkynylene-Q, -(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rOC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rSO₂NR^a(CR^aR^{a1})_s-Q,

$-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{SO}_2(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, or $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{SO}_2\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$;

alternatively, R^1 and R^3 combine, along with the carbon atom to which they are attached, to form a 4-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-2 R^d ;

alternatively, when R^1 and R^3 combine to form a carbocyclic or heterocyclic ring, the R^2 and R^4 combine to form a double bond;

R^4 is Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 , C_{2-6} alkynylene- Q^1 , $-(\text{CR}^a\text{R}^{a1})_r\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$, or $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$;

alternatively, R^3 and R^4 combine, along with the carbon atom to which they are attached, to form a 4-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-2 R^d ;

R^{4a} is Q , C_{1-6} alkylene- Q , C_{2-6} alkenylene- Q , C_{2-6} alkynylene- Q , $-(\text{CR}^a\text{R}^{a1})_r\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a\text{OR}^a$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, or $-(\text{CR}^a\text{R}^{a1})_r\text{SO}_2\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$;

alternatively, R^1 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 4-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-3 R^d , provided that n is 0;

alternatively, R^3 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 4-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-2 R^d ;

R^a is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^{a1} is, independently at each occurrence, H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, or $-(CH_2)_r$ -3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$;

alternatively, R^a and R^{a1} when attached to a nitrogen, together with the nitrogen to which they are attached, combine to form a 5 or 6 membered heterocycle consisting of carbon atoms and from 0-1 additional heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$;

R^c is, independently at each occurrence, H, OR^a , Cl, F, Br, =O, CN, NO_2 , CF_3 , CH_2F , CHF_2 , CF_2CF_3 , $-(CR^aR^{a1})_rNR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with 0-1 R^{c1} , $-(CH_2)_r$ - C_{3-6} carbocycle substituted with 0-2 R^{c1} , or $-(CH_2)_r$ -5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

alternatively, when two R^c groups are attached to the same carbon atom, they form a 3-8 membered carbocyclic or heterocyclic spiro ring C substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-4 ring heteroatoms selected from O, N, and $S(O)_p$, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$;

R^d is, independently at each occurrence, C_{1-6} alkyl, OR^a , Cl, F, Br, =O, CN, NO_2 , $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-S(O)_2NR^aR^{a1}$, $-NR^aS(O)_2R^{a3}$, $-S(O)_pR^{a3}$, CF_3 , C_{3-6} carbocycle, or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$;

R^5 is, independently at each occurrence, C_{1-6} alkyl substituted with 0-2 R^b , or C_{1-4} alkyl substituted with 0-2 R^e ; and

R^f is, independently at each occurrence, C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{1-5} alkoxy, or phenyl substituted with 0-2 R^b .

3. (Original) A compound according to Claim 2, wherein:

A is $-C(O)NHOH$ or $-N(OH)CHO$;

U is absent or is O, NR^{a1} , $C(O)$, $CR^a(OH)$, $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_p$, $S(O)_pNR^{a1}$, or $NR^{a1}S(O)_p$;

X is absent or is methylene, ethylene, propynylene, or butynylene;

Z is a C_{5-10} carbocycle substituted with 1-2 R^b , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 1-2 R^b ;

Z^a is H, C_{5-10} carbocycle substituted with 1-3 R^c , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 1-3 R^c ;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$ -O, O- $S(O)_p$, or $S(O)_p$ - $S(O)_p$ group;

R^1 is Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rOC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s-Q$, or $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s-Q$;

Q is, independently at each occurrence, H, a C_{3-8} carbocycle substituted with 0-3 R^d , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-3 R^d ;

R^2 is Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 , $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q^1$, or $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q^1$;

Q^1 is, independently at each occurrence, H, a C_{5-10} carbocycle substituted with 0-2 R^d , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^d ;

R^3 is Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s-Q$, or $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s-Q$;

R^4 is Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 , $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q^1$, or $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q^1$;

R^{4a} is Q, C_{1-4} alkylene-Q, $-(CH_2)_rO(CH_2)_s-Q$, $-(CH_2)_rNR^a(CH_2)_s-Q$, $-(CH_2)_rC(O)(CH_2)_s-Q$, $-(CH_2)_rC(O)O(CH_2)_s-Q$, $-(CH_2)_rC(O)NR^aR^{a1}$, $-(CH_2)_rC(O)NR^aOR^a$, $-(CH_2)_rC(O)NR^a(CH_2)_s-Q$, $-(CH_2)_rNR^aC(O)(CH_2)_s-Q$, or $-(CH_2)_rNR^aC(O)O(CH_2)_s-Q$;

R^{a3} is, independently at each occurrence, H, C_{1-6} alkyl, C_{2-6} alkenyl, or $-(CH_2)_{r-3-8}$ membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$, and substituted with 0-3 R^{c1} ;

R^c is, independently at each occurrence, H, OR^a , Cl, F, Br, =O, CF_3 , CH_2F , CHF_2 , $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl substituted with 0-1 R^{c1} , phenyl substituted with 0-2 R^{c1} , or 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$;

R^d is, independently at each occurrence, C_{1-6} alkyl, OR^a , Cl, F, Br, =O, $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-S(O)_2NR^aR^{a1}$, $-NR^aS(O)_2R^{a3}$, $-S(O)_pR^{a3}$, CF_3 , or phenyl;

R^5 is, independently at each occurrence, C_{1-4} alkyl substituted with 0-2 R^b , or C_{1-4} alkyl substituted with 0-2 R^e ;

r , at each occurrence, is selected from 0, 1, 2, and 3; and

s , at each occurrence, is selected from 0, 1, 2, and 3.

4. (Original) A compound according to Claim 3, wherein:

A is $-C(O)NHOH$;

Z is phenyl substituted with 1-2 R^b , naphthyl substituted with 1-2 R^b , or pyridyl substituted with 1-2 R^b ;

Z^a is phenyl substituted with 1-3 R^c , naphthyl substituted with 1-3 R^c , or a heterocycle substituted with 1-3 R^c and selected from furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazolyl, pyrrolidinyl, pyrrolyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-isoquinolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, methylenedioxyphenyl, quinazolinyl, 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2H-1-benzothiopyran-4-yl, 3,4-dihydro-2H-chomen-4-yl, 2H-chomen-4-yl, and pyrazolo[1,5-a]pyridinyl;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p-O$, $O-S(O)_p$, or $S(O)_p-S(O)_p$ group;

R^1 is selected from Q, C_{1-6} alkylene-Q, $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q$, or $-(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q$;

Q is, independently at each occurrence, H, a C₃₋₆ carbocycle substituted with 0-3 R^d, or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-3 R^d;

R² is Q¹ or C₁₋₆ alkylene-Q¹;

Q¹ is, independently at each occurrence, H, phenyl substituted with 0-2 R^d, or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-2 R^d;

R³ is Q, C₁₋₄ alkylene-Q, C₂₋₄ alkenylene-Q, C₂₋₄ alkynylene-Q, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rSO₂NR^a(CR^aR^{a1})_s-Q, or -(CR^aR^{a1})_rNR^aSO₂(CR^aR^{a1})_s-Q;

R⁴ is Q¹ or C₁₋₆ alkylene-Q¹;

R^{4a} is Q, -CH₂-Q, -CH₂O(CH₂)_s-Q, -CH₂NR^a(CH₂)_s-Q, -CH₂C(O)(CH₂)_s-Q, -CH₂C(O)O(CH₂)_s-Q, -CH₂C(O)NR^aR^{a1}, -(CH₂)_rC(O)NR^aOR^a, -CH₂C(O)NR^a(CH₂)_s-Q, -CH₂NR^aC(O)(CH₂)_s-Q, or -CH₂NR^aC(O)O(CH₂)_s-Q;

R^{a1} is, independently at each occurrence, H, C₁₋₆ alkyl, phenyl, or benzyl;

R^{a3} is, independently at each occurrence, H, C₁₋₆ alkyl, phenyl, or benzyl;

R^c is, independently at each occurrence, H, OR^a, Cl, F, Br, =O, CF₃, CH₂F, CHF₂, -(CR^aR^{a1})_rNR^aR^{a1}, -(CR^aR^{a1})_rC(O)R^{a1}, -(CR^aR^{a1})_rC(O)OR^{a1}, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rNR^aC(O)R^{a1}, -(CR^aR^{a1})_rS(O)_pR^{a3}, -(CR^aR^{a1})_rSO₂NR^aR^{a1}, -(CR^aR^{a1})_rNR^aSO₂R^{a3}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, phenyl substituted with 0-2 R^{c1}, or 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-2 R^{c1}; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and S(O)_p.

5. (Original) A compound according to Claim 4, wherein:

U is absent or is O, NR^{a1} , $\text{C}(\text{O})$, $\text{CR}^{\text{a}}(\text{OH})$, $\text{C}(\text{O})\text{NR}^{\text{a1}}$, or $\text{NR}^{\text{a1}}\text{C}(\text{O})$;

X is absent or is methylene or butynylene;

Y is absent or is O;

Z is phenyl substituted with 1-2 R^{b} ;

Z^{a} is naphthyl substituted with 1-3 R^{c} , or a heterocycle substituted with 1-3 R^{c} and selected from furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazolyl, pyrrolidinyl, pyrrolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-isoquinolinyl, imidazolyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, indolyl, indolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, quinazolinyl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl, 1,1'-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chomen-4-yl, 2*H*-chomen-4-yl, and pyrazolo[1,5-*a*]pyridinyl;

provided that U, Y, Z, and Z^{a} do not combine to form a N-N, N-O, O-N, O-O, $\text{S}(\text{O})_{\text{p}}\text{-O}$, $\text{O-S}(\text{O})_{\text{p}}$, or $\text{S}(\text{O})_{\text{p}}\text{-S}(\text{O})_{\text{p}}$ group;

R^1 is Q, C_{1-6} alkylene-Q, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, or $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$;

Q is, independently at each occurrence, H, a C_{3-6} carbocycle substituted with 0-3 R^{d} , or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-3 R^{d} ;

R^2 is H or C_{1-6} alkylene- Q^1 ;

R^3 is Q, C_{1-4} alkylene-Q, C_{2-4} alkenylene-Q, C_{2-4} alkynylene-Q, $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}(\text{CH}_2)_{\text{s}}\text{-Q}$, $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CH}_2)_{\text{s}}\text{-Q}$, $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CH}_2)_{\text{s}}\text{-Q}$, $-(\text{CH}_2)_{\text{r}}\text{S}(\text{O})_{\text{p}}(\text{CH}_2)_{\text{s}}\text{-Q}$, or $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}\text{SO}_2(\text{CH}_2)_{\text{s}}\text{-Q}$;

R^4 is H or C_{1-6} alkylene- Q^1 ;

$\text{R}^{4\text{a}}$ is Q, $-\text{CH}_2\text{-Q}$, $-\text{CH}_2\text{O-Q}$, $-\text{CH}_2\text{NR}^{\text{a}}\text{-Q}$, $-\text{CH}_2\text{C}(\text{O})_{\text{s}}\text{-Q}$, $-\text{CH}_2\text{C}(\text{O})\text{O-Q}$,

$-\text{CH}_2\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$, $-\text{C}(\text{O})\text{NR}^a\text{OR}^a$, $-\text{CH}_2\text{C}(\text{O})\text{NR}^a\text{-Q}$, or $-\text{CH}_2\text{NR}^a\text{C}(\text{O})\text{O-Q}$;

R^a is, independently at each occurrence, H, or C_{1-4} alkyl;

R^{a1} is, independently at each occurrence, H, or C_{1-4} alkyl;

R^{a3} is, independently at each occurrence, H, C_{1-4} alkyl, phenyl, or benzyl;

R^c is, independently at each occurrence, C_{1-6} alkyl, C_{2-6} alkenyl,

C_{2-6} alkynyl, OR^a , Cl, F, Br, =O, CF_3 , CH_2F , CHF_2 , $-\text{NR}^a\text{R}^{a1}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{R}^{a1}$,

$-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{OR}^{a1}$, $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})\text{R}^{a1}$,

$-(\text{CR}^a\text{R}^{a1})_r\text{S}(\text{O})_p\text{R}^{a3}$, $-(\text{CR}^a\text{R}^{a1})_r\text{SO}_2\text{NR}^a\text{R}^{a1}$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{SO}_2\text{R}^{a3}$, or phenyl; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-1 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $\text{S}(\text{O})_p$.

6. (Original) A compound according to Claim 5, wherein:

U is absent or is O, NR^{a1} , $\text{C}(\text{O})$, or $\text{CR}^a(\text{OH})$;

Y is absent;

R^1 is H, C_{1-4} alkylene-Q, $-(\text{CH}_2)_r\text{NR}^a(\text{CH}_2)_s\text{-Q}$, or

$-(\text{CH}_2)_r\text{NR}^a\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$;

R^2 is H, CH_3 , CH_2CH_3 , $\text{CH}_2\text{CH}_2\text{CH}_3$, or $\text{CH}(\text{CH}_3)_2$;

R^3 is Q, C_{1-4} alkylene-Q, $-(\text{CH}_2)_r\text{NR}^a(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{NR}^a\text{C}(\text{O})(\text{CH}_2)_s\text{-Q}$,

$-(\text{CH}_2)_r\text{NR}^a\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CH}_2)_r\text{NR}^a\text{C}(\text{O})\text{NR}^a(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{S}(\text{CH}_2)_s\text{-Q}$, or

$-(\text{CH}_2)_r\text{NR}^a\text{SO}_2(\text{CH}_2)_s\text{-Q}$;

R^4 is H, CH_3 , CH_2CH_3 , $\text{CH}_2\text{CH}_2\text{CH}_3$, or $\text{CH}(\text{CH}_3)_2$;

R^{4a} is Q, $-\text{CH}_2\text{-Q}$, $-\text{CH}_2\text{O-Q}$, $-\text{CH}_2\text{NR}^a\text{-Q}$, $-\text{CH}_2\text{C}(\text{O})_s\text{-Q}$, $-\text{CH}_2\text{C}(\text{O})\text{O-Q}$,

$-\text{CH}_2\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$, $-\text{C}(\text{O})\text{NR}^a\text{OR}^a$, or $-\text{CH}_2\text{C}(\text{O})\text{NR}^a\text{-Q}$;

r, at each occurrence, is selected from 0, 1, and 2; and

s, at each occurrence, is selected from 0, 1, and 2.

7. (Original) A compound according to Claim 6, wherein:

U is O, NR^{a1} , or $\text{CR}^{\text{a}}(\text{OH})$;

Z^{a} is naphthyl substituted with 1-3 R^{c} , or a heterocycle substituted with 1-3 R^{c} and selected from pyridyl, quinolinyl, imidazolyl, benzimidazolyl, indolyl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chomen-4-yl, 2*H*-chomen-4-yl, pyrazolyl, and pyrazolo[1,5-*a*]pyridinyl;

R^1 is H, CH_3 , CH_2CH_3 , $\text{CH}_2\text{CH}_2\text{CH}_3$, $\text{CH}(\text{CH}_3)_2$, NH_2 , or $-\text{NHC}(\text{O})\text{OC}(\text{CH}_3)_3$;

R^2 is H or CH_3 ;

R^3 is Q, C_{1-4} alkylene-Q, $-\text{NR}^{\text{a}}(\text{CH}_2)_s\text{-Q}$, $-\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CH}_2)_s\text{-Q}$, $-\text{NR}^{\text{a}}\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_s\text{-Q}$, $-\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CH}_2)_s\text{-Q}$, $-\text{S}(\text{CH}_2)_s\text{-Q}$, or $-\text{NR}^{\text{a}}\text{SO}_2(\text{CH}_2)_s\text{-Q}$;

$\text{R}^{4\text{a}}$ is Q, $-\text{CH}_2\text{-Q}$, $-\text{CH}_2\text{O-Q}$, $-\text{CH}_2\text{NR}^{\text{a}}\text{-Q}$, or $-\text{C}(\text{O})\text{NR}^{\text{a}}\text{OR}^{\text{a}}$;

Q is, independently at each occurrence, H, phenyl substituted with 0-3 R^{d} , or a 5-6 membered heterocycle consisting of carbon atoms and 1-2 heteroatoms selected from N, O, and $\text{S}(\text{O})_p$, and substituted with 0-3 R^{d} ;

R^{b} is, independently at each occurrence, H, C_{1-6} alkyl, OR^{a} , Cl, F, Br, $-\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $-\text{C}(\text{O})\text{R}^{\text{a}}$, $-\text{C}(\text{O})\text{OR}^{\text{a}}$, $-\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $-\text{S}(\text{O})_2\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $-\text{NR}^{\text{a}}\text{S}(\text{O})_2\text{R}^{\text{a3}}$, $-\text{S}(\text{O})_p\text{R}^{\text{a3}}$, or CF_3 ;

R^{c} is, independently at each occurrence, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^{a} , Cl, F, Br, $=\text{O}$, CF_3 , $-\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_r\text{C}(\text{O})\text{R}^{\text{a1}}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_r\text{C}(\text{O})\text{OR}^{\text{a1}}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_r\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_r\text{NR}^{\text{a}}\text{C}(\text{O})\text{R}^{\text{a1}}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_r\text{S}(\text{O})_p\text{R}^{\text{a3}}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_r\text{SO}_2\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, or $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_r\text{NR}^{\text{a}}\text{SO}_2\text{R}^{\text{a3}}$; and

alternatively, when two R^{c} groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered saturated ring consisting of: carbon atoms and 0-1 heteroatoms selected from N, O, and $\text{S}(\text{O})_p$.

8. (Original) A compound according to Claim 1, wherein the compound is selected from the group:

N-hydroxy-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-acetamide;

N-hydroxy-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

N-hydroxy-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-5-morpholin-4-ylmethyl-4,5-dihydro-isoxazol-5-yl}-acetamide;

N-hydroxy-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-5-piperazin-1-ylmethyl-4,5-dihydro-isoxazol-5-yl}-acetamide;

2-{5-dimethylaminomethyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-N-hydroxy-acetamide;

N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

N-hydroxy-3-methyl-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-butyramide;

(1-hydroxycarbamoyl-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-ethyl)-carbamic acid tert-butyl ester;

2-amino-N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

3-amino-N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-3-methylsulfanyl-propionamide;

N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-3-morpholin-4-yl-propionamide;

3-amino-N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-butyramide;

furan-2-carboxylic acid (2-hydroxycarbamoyl-1-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-ethyl)-amide;

N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-3-pyrrolidin-1-yl-propionamide;

3-acetyl-amino-N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

3-dimethylamino-N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

3-(3-ethyl-ureido)-N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

N-hydroxy-3-methanesulfonylamino-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

3-[(furan-2-ylmethyl)-amino]-N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

3-benzylamino-N-hydroxy-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

(2-hydroxycarbamoyl-1-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-ethyl)-carbamic acid isobutyl ester;

N-hydroxy-3-{5-methyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

N-hydroxy-3-{5-hydroxymethyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-propionamide;

5-(2-hydroxycarbamoyl-ethyl)-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazole-5-carboxylic acid methyl ester;

5-(2-hydroxycarbamoyl-ethyl)-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazole-5-carboxylic acid hydroxyamide;

2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-cyclopent-1-enecarboxylic acid hydroxyamide;

cis-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-cyclopentanecarboxylic acid hydroxyamide;

cis-4-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-pyrrolidine-3-carboxylic acid hydroxyamide;

cis-4-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-tetrahydro-furan-3-carboxylic acid hydroxyamide;

N-hydroxy-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-1-oxa-2-aza-spiro[4.5]dec-2-en-6-yl}-acetamide;

N-hydroxy-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-1,8-dioxo-2-aza-spiro[4.5]dec-2-en-6-yl}-acetamide;

6-hydroxycarbamoylmethyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-1-oxa-2,8-diaza-spiro[4.5]dec-2-ene-8-carboxylic acid tert-butyl ester;

N-hydroxy-2-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-1-oxa-2,8-diaza-spiro[4.5]dec-2-en-6-yl}-acetamide;

N-hydroxy-2-{8-methyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-1-oxa-2,8-diaza-spiro[4.5]dec-2-en-6-yl}-acetamide;

2-{8-acetyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-1-oxa-2,8-diaza-spiro[4.5]dec-2-en-6-yl}-N-hydroxy-acetamide;

7-methyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-6-oxo-1-oxa-2,7-diaza-spiro[4.4]non-2-ene-9-carboxylic acid hydroxyamide;

7-methyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-6-oxo-1-oxa-2,7-diaza-spiro[4.5]dec-2-ene-10-carboxylic acid hydroxyamide;

N-hydroxy-2-(4-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-tetrahydro-pyran-4-yl)-acetamide;

2-(1-acetyl-4-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-piperidin-4-yl)-N-hydroxy-acetamide;

3-hydroxycarbamoylmethyl-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-pyrrolidine-1-carboxylic acid tert-butyl ester;

N-hydroxy-2-(3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-pyrrolidin-3-yl)-acetamide; and

N-hydroxy-2-(1-methyl-3-{3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-4,5-dihydro-isoxazol-5-yl}-pyrrolidin-3-yl)-acetamide;

or a stereoisomer or pharmaceutically acceptable salt form thereof.

9. (Original) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

10. (Original) A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

11-12. (Canceled)

13. (Currently amended) A method of treating according to Claim 10 12, wherein the ~~disease or condition~~ inflammatory disorder is selected from ~~to as acute infection, acute phase response, age related macular degeneration, alcoholic liver disease,~~ allergy, allergic asthma, ~~anorexia, aneurism, aortic aneurism,~~ asthma, ~~atherosclerosis,~~ atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, ~~calcium pyrophosphate dihydrate deposition disease,~~ ~~cardiovascular effects, chronic fatigue syndrome,~~ chronic obstruction pulmonary disease, ~~coagulation, congestive heart failure, corneal ulceration,~~ Crohn's disease, ~~enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease,~~ gingivitis, ~~glucocorticoid withdrawal syndrome,~~ gout, ~~graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury,~~ infectious arthritis, ~~inflammation, intermittent hydrarthrosis, Lyme disease, meningitis,~~ multiple sclerosis, ~~myasthenia gravis, mycobacterial infection, neovascular glaucoma,~~ osteoarthritis, pelvic inflammatory disease, periodontitis, ~~polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia,~~ psoriasis, psoriatic arthritis, ~~pulmonary emphysema, pyoderma gangrenosum, relapsing polychondritis, Reiter's syndrome,~~ rheumatic fever, rheumatoid arthritis, ~~sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock,~~ Sjogren's syndrome, and skin inflammatory diseases, ~~solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.~~

14. (Canceled)

15-18. (Canceled)

19. (Previously presented) A compound according to Claim 2, wherein:

A is -C(O)NHOH or -N(OH)CHO;

U is absent or is O, NR^{a1} , $\text{C}(\text{O})$, $\text{CR}^{\text{a}}(\text{OH})$, $\text{C}(\text{O})\text{NR}^{\text{a1}}$, $\text{NR}^{\text{a1}}\text{C}(\text{O})$, $\text{S}(\text{O})_{\text{p}}$, $\text{S}(\text{O})_{\text{p}}\text{NR}^{\text{a1}}$, or $\text{NR}^{\text{a1}}\text{S}(\text{O})_{\text{p}}$;

X is absent or is methylene, ethylene, propynylene, or butynylene;

Z is a C_{5-10} carbocycle substituted with 1-2 R^{b} , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 1-2 R^{b} ;

Z^{a} is H, C_{5-10} carbocycle substituted with 1-3 R^{c} , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 1-3 R^{c} ;

provided that U, Y, Z, and Z^{a} do not combine to form a N-N, N-O, O-N, O-O, $\text{S}(\text{O})_{\text{p}}\text{-O}$, $\text{O-S}(\text{O})_{\text{p}}$, or $\text{S}(\text{O})_{\text{p}}\text{-S}(\text{O})_{\text{p}}$ group;

R^1 is Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{OC}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{SO}_2\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, or $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$;

Q is, independently at each occurrence, H, a C_{3-8} carbocycle substituted with 0-3 R^{d} , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-3 R^{d} ;

R^2 is Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 , $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}^1$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}^1$, or $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}^1$;

Q^1 is, independently at each occurrence, H, a C_{5-10} carbocycle substituted with 0-2 R^{d} , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-2 R^{d} ;

R^3 is Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$,

$-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{C}(\text{O})\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, $-(\text{CR}^a\text{R}^{a1})_r\text{S}(\text{O})_p(\text{CR}^a\text{R}^{a1})_s\text{-Q}$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{SO}_2\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}$, or $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a\text{SO}_2(\text{CR}^a\text{R}^{a1})_s\text{-Q}$;

alternatively, R^1 and R^3 combine, along with the carbon atom to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-2 R^d ;

alternatively, when R^1 and R^3 combine to form a carbocyclic or heterocyclic ring, the R^2 and R^4 combine to form a double bond;

R^4 is Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 , $-(\text{CR}^a\text{R}^{a1})_r\text{O}(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$,
 $-(\text{CR}^a\text{R}^{a1})_r\text{NR}^a(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$, or $-(\text{CR}^a\text{R}^{a1})_r\text{C}(\text{O})(\text{CR}^a\text{R}^{a1})_s\text{-Q}^1$;

alternatively, R^3 and R^4 combine, along with the carbon atom to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-2 R^d ;

R^{4a} is Q, C_{1-4} alkylene-Q, $-(\text{CH}_2)_r\text{O}(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{NR}^a(\text{CH}_2)_s\text{-Q}$,
 $-(\text{CH}_2)_r\text{C}(\text{O})(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{C}(\text{O})\text{O}(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^a\text{R}^{a1}$, $-(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^a\text{OR}^a$,
 $-(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^a(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{NR}^a\text{C}(\text{O})(\text{CH}_2)_s\text{-Q}$, or $-(\text{CH}_2)_r\text{NR}^a\text{C}(\text{O})\text{O}(\text{CH}_2)_s\text{-Q}$;

alternatively, R^1 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-3 R^d , provided that n is 0;

alternatively, R^3 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-2 R^d ;

R^{a3} is, independently at each occurrence, H, C_{1-6} alkyl, C_{2-6} alkenyl, or $-(\text{CH}_2)_{r-3-8}$ membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $\text{S}(\text{O})_p$, and substituted with 0-3 R^{c1} ;

R^c is, independently at each occurrence, H, OR^a , Cl, F, Br, =O, CF_3 , CH_2F , CHF_2 , $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl substituted with 0-1 R^{c1} , phenyl substituted with 0-2 R^{c1} , or 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$;

R^d is, independently at each occurrence, C_{1-6} alkyl, OR^a , Cl, F, Br, =O, $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-S(O)_2NR^aR^{a1}$, $-NR^aS(O)_2R^{a3}$, $-S(O)_pR^{a3}$, CF_3 , or phenyl;

R^5 is, independently at each occurrence, C_{1-4} alkyl substituted with 0-2 R^b , or C_{1-4} alkyl substituted with 0-2 R^e ;

r, at each occurrence, is selected from 0, 1, 2, and 3; and

s, at each occurrence, is selected from 0, 1, 2, and 3.

20. (Previously presented) A compound according to Claim 19, wherein:

A is $-C(O)NHOH$;

Z is phenyl substituted with 1-2 R^b , naphthyl substituted with 1-2 R^b , or pyridyl substituted with 1-2 R^b ;

Z^a is phenyl substituted with 1-3 R^c , naphthyl substituted with 1-3 R^c , or a heterocycle substituted with 1-3 R^c and selected from furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazolyl, pyrrolidinyl, pyrrolyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl,

tetrahydro-isoquinolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, methylenedioxyphenyl, quinazolinyl, 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2H-1-benzothiopyran-4-yl, 3,4-dihydro-2H-chomen-4-yl, 2H-chomen-4-yl, and pyrazolo[1,5-a]pyridinyl;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p, or S(O)_p-S(O)_p group;

R¹ is selected from Q, C₁₋₆ alkylene-Q, -(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q, or -(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q;

Q is, independently at each occurrence, H, a C₃₋₆ carbocycle substituted with 0-3 R^d, or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-3 R^d;

R² is Q¹ or C₁₋₆ alkylene-Q¹;

Q¹ is, independently at each occurrence, H, phenyl substituted with 0-2 R^d, or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)_p, and substituted with 0-2 R^d;

R³ is Q, C₁₋₄ alkylene-Q, C₂₋₄ alkenylene-Q, C₂₋₄ alkynylene-Q, -(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rNR^aC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rSO₂NR^a(CR^aR^{a1})_s-Q, or -(CR^aR^{a1})_rNR^aSO₂(CR^aR^{a1})_s-Q;

alternatively, R¹ and R³ combine, along with the carbon atom to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^d;

alternatively, when R¹ and R³ combine to form a carbocyclic or heterocyclic ring, the R² and R⁴ combine to form a double bond;

R^4 is Q^1 or C_{1-6} alkylene- Q^1 ;

alternatively, R^3 and R^4 combine, along with the carbon atom to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^d ;

R^{4a} is Q, $-CH_2-Q$, $-CH_2O(CH_2)_s-Q$, $-CH_2NR^a(CH_2)_s-Q$, $-CH_2C(O)(CH_2)_s-Q$, $-CH_2C(O)O(CH_2)_s-Q$, $-CH_2C(O)NR^aR^{a1}$, $-(CH_2)_rC(O)NR^aOR^a$, $-CH_2C(O)NR^a(CH_2)_s-Q$, $-CH_2NR^aC(O)(CH_2)_s-Q$, or $-CH_2NR^aC(O)O(CH_2)_s-Q$;

alternatively, R^1 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^d , provided that n is 0;

alternatively, R^3 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^d ;

R^{a1} is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^{a3} is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^c is, independently at each occurrence, H, OR^a , Cl, F, Br, =O, CF_3 , CH_2F , CHF_2 , $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, phenyl substituted with 0-2 R^{c1} , or 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$.

21. (Previously presented) A compound according to Claim 20, wherein:

U is absent or is O, NR^{a1} , $\text{C}(\text{O})$, $\text{CR}^{\text{a}}(\text{OH})$, $\text{C}(\text{O})\text{NR}^{\text{a1}}$, or $\text{NR}^{\text{a1}}\text{C}(\text{O})$;

X is absent or is methylene or butynylene;

Y is absent or is O;

Z is phenyl substituted with 1-2 R^{b} ;

Z^{a} is naphthyl substituted with 1-3 R^{c} , or a heterocycle substituted with 1-3 R^{c} and selected from furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazolyl, pyrrolidinyl, pyrrolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-isoquinolinyl, imidazolyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, indolyl, indolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, quinazolinyl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chomen-4-yl, 2*H*-chomen-4-yl, and pyrazolo[1,5-*a*]pyridinyl;

provided that U, Y, Z, and Z^{a} do not combine to form a N-N, N-O, O-N, O-O, $\text{S}(\text{O})_{\text{p}}\text{-O}$, $\text{O-S}(\text{O})_{\text{p}}$, or $\text{S}(\text{O})_{\text{p}}\text{-S}(\text{O})_{\text{p}}$ group;

R^1 is Q, C_{1-6} alkylene-Q, $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, or $-(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$;

Q is, independently at each occurrence, H, a C_{3-6} carbocycle substituted with 0-3 R^{d} , or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-3 R^{d} ;

R^2 is H or C_{1-6} alkylene- Q^1 ;

R^3 is Q, C_{1-4} alkylene-Q, C_{2-4} alkenylene-Q, C_{2-4} alkynylene-Q, $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}(\text{CH}_2)_{\text{s}}\text{-Q}$, $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CH}_2)_{\text{s}}\text{-Q}$, $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{s}}\text{-Q}$, $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CH}_2)_{\text{s}}\text{-Q}$, $-(\text{CH}_2)_{\text{r}}\text{S}(\text{O})_{\text{p}}(\text{CH}_2)_{\text{s}}\text{-Q}$, or $-(\text{CH}_2)_{\text{r}}\text{NR}^{\text{a}}\text{SO}_2(\text{CH}_2)_{\text{s}}\text{-Q}$;

R^4 is H or C_{1-6} alkylene- Q^1 ;

alternatively, R^3 and R^4 combine, along with the carbon atom to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon

atoms and 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^d;

R^{4a} is Q, -CH₂-Q, -CH₂O-Q, -CH₂NR^a-Q, -CH₂C(O)_s-Q, -CH₂C(O)O-Q, -CH₂C(O)NR^aR^{a1}, -C(O)NR^aOR^a, -CH₂C(O)NR^a-Q, or -CH₂NR^aC(O)O-Q;

alternatively, R¹ and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-3 R^d, provided that n is 0;

alternatively, R³ and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^d;

R^a is, independently at each occurrence, H, or C₁₋₄ alkyl;

R^{a1} is, independently at each occurrence, H, or C₁₋₄ alkyl;

R^{a3} is, independently at each occurrence, H, C₁₋₄ alkyl, phenyl, or benzyl;

R^c is, independently at each occurrence, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, CF₃, CH₂F, CHF₂, -NR^aR^{a1}, -(CR^aR^{a1})_rC(O)R^{a1}, -(CR^aR^{a1})_rC(O)OR^{a1}, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rNR^aC(O)R^{a1}, -(CR^aR^{a1})_rS(O)_pR^{a3}, -(CR^aR^{a1})_rSO₂NR^aR^{a1}, -(CR^aR^{a1})_rNR^aSO₂R^{a3}, or phenyl; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-1 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and S(O)_p.

22. (Previously presented) A compound according to Claim 21, wherein:

U is absent or is O, NR^{a1}, C(O), or CR^a(OH);

Y is absent;

R¹ is H, C₁₋₄ alkylene-Q, -(CH₂)_rNR^a(CH₂)_s-Q, or -(CH₂)_rNR^aC(O)O(CR^aR^{a1})_s-Q;

R² is H, CH₃, CH₂CH₃, CH₂CH₂CH₃, or CH(CH₃)₂;

R^3 is Q, C_{1-4} alkylene-Q, $-(CH_2)_rNR^a(CH_2)_s-Q$, $-(CH_2)_rNR^aC(O)(CH_2)_s-Q$, $-(CH_2)_rNR^aC(O)O(CR^aR^{a1})_s-Q$, $-(CH_2)_rNR^aC(O)NR^a(CH_2)_s-Q$, $-(CH_2)_rS(CH_2)_s-Q$, or $-(CH_2)_rNR^aSO_2(CH_2)_s-Q$;

R^4 is H, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, or $CH(CH_3)_2$;

alternatively, R^3 and R^4 combine, along with the carbon atom to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^d ;

R^{4a} is Q, $-CH_2-Q$, $-CH_2O-Q$, $-CH_2NR^a-Q$, $-CH_2C(O)_s-Q$, $-CH_2C(O)O-Q$, $-CH_2C(O)NR^aR^{a1}$, $-C(O)NR^aOR^a$, or $-CH_2C(O)NR^a-Q$;

alternatively, R^1 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^d , provided that n is 0;

alternatively, R^3 and R^{4a} in Formula I combine, along with the carbon atoms to which they are attached, to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^d ;

r, at each occurrence, is selected from 0, 1, and 2; and

s, at each occurrence, is selected from 0, 1, and 2.

23. (Previously presented) A compound according to Claim 22, wherein:

U is O, NR^{a1} , or $CR^a(OH)$;

Z^a is naphthyl substituted with 1-3 R^c , or a heterocycle substituted with 1-3 R^c and selected from pyridyl, quinolinyl, imidazolyl, benzimidazolyl, indolyl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chomen-4-yl, 2*H*-chomen-4-yl, pyrazolyl, and pyrazolo[1,5-*a*]pyridinyl;

R^b is, independently at each occurrence, H, C_{1-6} alkyl, OR^a , Cl, F, Br,

$-\text{NR}^a\text{Ra}^1$, $-\text{C}(\text{O})\text{Ra}^a$, $-\text{C}(\text{O})\text{OR}^a$, $-\text{C}(\text{O})\text{NR}^a\text{Ra}^1$, $-\text{S}(\text{O})_2\text{NR}^a\text{Ra}^1$, $-\text{NR}^a\text{S}(\text{O})_2\text{Ra}^3$,
 $-\text{S}(\text{O})_p\text{Ra}^3$, or CF_3 ;

R^c is, independently at each occurrence, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a ,
 Cl , F , Br , $=\text{O}$, CF_3 , $-\text{NR}^a\text{Ra}^1$, $-(\text{CR}^a\text{Ra}^1)_r\text{C}(\text{O})\text{Ra}^1$, $-(\text{CR}^a\text{Ra}^1)_r\text{C}(\text{O})\text{OR}^a$,
 $-(\text{CR}^a\text{Ra}^1)_r\text{C}(\text{O})\text{NR}^a\text{Ra}^1$, $-(\text{CR}^a\text{Ra}^1)_r\text{NR}^a\text{C}(\text{O})\text{Ra}^1$, $-(\text{CR}^a\text{Ra}^1)_r\text{S}(\text{O})_p\text{Ra}^3$,
 $-(\text{CR}^a\text{Ra}^1)_r\text{SO}_2\text{NR}^a\text{Ra}^1$, or $-(\text{CR}^a\text{Ra}^1)_r\text{NR}^a\text{SO}_2\text{Ra}^3$; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered saturated ring consisting of: carbon atoms and 0-1 heteroatoms selected from N , O , and $\text{S}(\text{O})_p$.

24. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 2 or a pharmaceutically acceptable salt form thereof.

25. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 3 or a pharmaceutically acceptable salt form thereof.

26. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 4 or a pharmaceutically acceptable salt form thereof.

27. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 5 or a pharmaceutically acceptable salt form thereof.

28. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 6 or a pharmaceutically acceptable salt form thereof.

29. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 7 or a pharmaceutically acceptable salt form thereof.

30. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 8 or a pharmaceutically acceptable salt form thereof.

31. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 19 or a pharmaceutically acceptable salt form thereof.

32. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 20 or a pharmaceutically acceptable salt form thereof.

33. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 21 or a pharmaceutically acceptable salt form thereof.

34. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 22 or a pharmaceutically acceptable salt form thereof.

35. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 23 or a pharmaceutically acceptable salt form thereof.